THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

Su

FILING STATEMENT NO. 1583. FILED, NOVEMBER 16th. 1967.

NOR-ACME GOLD MINES LIMITED

Full corporate name of Company under The Dominion Companies Act by Letters Patent dated January 14, 1938

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1.	Brief statement of the material change in the affairs of the company in respect of which this statement is	(a) Subject to the Shareholders' approval, the Company proposes to purchase from its President 21 mining claims for 150,000 Treasury shares of the CompanySee Item 11.
	filed.	(b) The Company to secure by way of loan without interest \$12,500See Schedule "A" attached, relating to (a) above and to said loan and to option agreement with Guggenheim Exploration Company Incorporated. See Schedule "A" on page 2.
2.	Head office address and any other office address.	Suite 602, at 67 Richmond Street West, Toronto 1, Ontario
3.	Names, addresses and chief occupa- tions for the past five years of present or proposed officers and directors.	 A. L. Parres, 129 Green Street, Flin Flon, Manitoba, Geologist, President and Director. J. C. Parres, 502 Standard Bldg., Saskatoon, Sask., Geologist, Vice-President and Director. E. L. Ashbourne, 5 Belsize Drive, Toronto 7, Ont., Barrister, Secretary-Treasurer and Director. W. P. Boyko, 1136 Falgarwood Dr., Oakville, Ont., Geologist. A. R. Byers, 653 University Dr., Saskatoon, Sask., Geologist, (Professor & Head of Dept. of Geology, University of Saskatchewan).
4.	Share capitalization showing authorized and issued and outstanding capital.	Authorized: 3,000,000 Shares Issued & Outstanding: 1,770,760 Shares Unissued: 1,229,240 Shares
5.	Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6.	Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed under- writing, sale or option agreement.	See Item 11.
1	Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
	Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
F.	Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	 (a) Research to enable Company to extract gold from concentrates derived from Cyanide residue during milling operations at Snow Lake, Manitoba. This stock pile contains approximately 250,000 tons averaging 0.28 ozs. of gold per ton with gross value of \$2,450,000. (b) Examination of prospects. (c) Participation in active exploration with other companies or syndicates.
	Brief statement of company's chief development work during past year.	Work on cyanide residue concentrates. Examinations. Geophysical and sampling uranium property at Dion Lake, Hanitob Amax carrying out geophysical on Hunter Lake property, Manitoba

THIS IS SCHEDULE "A" TO A FILING STATEMENT OF NOR-ACME GOLD MINES LIMITED DATED NOVEMBER 10, 1967, AS FILED WITH THE TORONTO STOCK EXCHANGE.

Guggenheim Exploration Company Incorporated, of the City of New York, U. S. A., hereinafter referred to as "Guggenheim", has executed an Option Agreement with Nor-Acme Gold Mines Limited, hereinafter referred to as "the Company", in accordance with which Guggenheim will lend to the Company without interest \$12,500.00 to be repayable only if the property hereinafter more particularly described actually goes into production.

The said property comprises 21 "Cold" mining claims presently owned by the Company's President, the acquisition of which claims has been sanctioned by the Company's Board of Directors by a Resolution passed on November 1, 1967. The purchase is for the consideration of 150,000 Treasury shares of the capital stock of the Company, being the cost to the present owner of his acquiring and developing, etc., the 21 claims to this date, in a total amount of \$18,000.00.

The 21 claims are located about 12 miles south-west of Flin Flon, Manitoba, and are situated between the "Coronation" and "Flexar" Mines, belonging to The Hudson Bay Mining and Smelting Company, in the Province of Saskatchewan.

A favourable independent Engineer's Report in respect of the said claims has been received by the Company, in which the engineer recommends the expenditure of \$34,000.00 for exploration of the claims.

The Option Agreement provides that Guggenheim will expend on exploration and/or development of the property \$10,000.00 prior to March 31, 1968, and \$10,000.00 in each year thereafter to March 31, 1970, if the option remains in effect and if in the opinion of Guggenheim the putting of the property into development appears warranted, in which event Guggenheim may exercise its option and acquire the mining claims, which it will then develop on the basis that the Company will retain a twenty per cent. non-assessable free carried interest therein, subject to Guggenheim recovering its loan of \$12,500.00, as made to the Company, prior to receipt by the Company of any of the profits.

In the event that Guggenheim does not exercise its option, the \$12,500.00 loan will be forfeited to the Company and all information obtained by Guggenheim in the exploration and development of the claims will be provided to the Company without any cost to the Company and the claims will remain vested in the Company.

FINANCIAL STATEMENTS

HARBINSON, GLOVER & CO.

CHARTERED ACCOUNTAINTS

D.W. Forrester, C.A.
R.A.Francis, C.A.
H.S.Giover, F.C.A.
R.C.Kligour, B.Com., C.A.

IOI Richmond St. West TORONTO I Canada Telephone 362-2757

AUDITORS' REPORT

To the Shareholders of Nor-Acme Gold Mines, Limited.

We have examined the balance sheet of Nor-Acme Gold Mines, Limited, as at May 31, 1967, and the statements of deferred development and other expenditures and deficit for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

We report that, in our opinion, the accompanying balance sheet with the notes thereto and statements of deferred development and other expenditures and deficit present fairly the financial position of the company as at May 31, 1967, and the results of its operations for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

"HARBINSON, GLOVER & CO."

Toronto, Ontario, October 12, 1967. Chartered Accountants.

NOR-ACME GOLD MINES, LIMITED

BALANCE SHEET

AS AT MAY 31, 1967
(With comparative figures for 1966)

ASSETS

	1967	1966
Current:		
Cash	\$ 1,555.52	\$ 1,183.47
investments, at cost (approximate marke		
value, 1967, \$34,170.00, 1966 \$41,880		78,895.73
	\$ 78,491.25	80,079.20
investment in shares of mining company, a	t de la companya de	
cost (no quoted market value)	1,574.38	1,574.38
DOMESTIC OF THE PARTY OF THE PA	man and a second	
investment in wholly owned subsidiary:		
Shares, at estimated value Advances	675,00	
Advances		2,000.00
Property, plant and equipment:		201 050 15
Mining property (note 1) Interest in mining properties, at	321,850.65	321,850.65
nominal value	1.00	1.00
Building, machinery and equipment,	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,
at nominal value	3.00	3,00
	321,854.65	
Deferred development and other expenditur		
	\$ 527,141.93	\$ 534,675,04
LIABI	LITIES	
Accounts payable and accrued charges	\$ 6.422.60	\$ 6,486.77
	ERS! EQUITY	
Capital Stock:	ERS- EQUITI	
Authorized:		
3,000,000 shares, of \$1.00 par value	1	
Issued:		
1,320,760 Common shares (note 2)	1,320,760.00	1,320,760,00
400,000 Common shares - for cash	\$400,000.00	400,000.00
Less: Discount on shares	195,000.00	195,000.00
	205,000.00	205,000.00
50,000 Common shares - for		
properties	50,000.00	50,000.00
Less: Discount on shares	32,500.00	32,500,00
		17,500.00
1,770,760	1,543,260.00	1,543.260,00
Deficit	1,022,540.73	1,015,071.73
	520,719.27	528,188.27
Approved on behalf of the Board:	\$ 527,141.93	\$ 534,675.04
"A. L. Parres" - Director	OF.	
E. E. G. Achderm "E. L. Ashbourne" - Direct	ing report dated October 12, i	967.
oce accompany	,	

NOR-ACME GOLD MINES, LIMITED

NOTES TO FINANCIAL STATEMENTS

MAY 31, 1967

- Mining property, Snow Lake, The Pas, Manitoba 13 claims, acquired for 321,850 shares of the company's capital stock NOTE 1. at \$1.00 per share.
- NOTE 2. The entries relating to the conversion of the capital stock from no par value to a par value of 1.00 per share occasioned by Supplementary Letters Patent granted to the company on June 7, 1947 are reflected below:

Value of stock originally issued Adjustment due to convers ion of	\$ 125,000.00
to par value of \$1.00	1.162.402.61
Value of mining properties Shares sold for cash and services	1,287,402.61
Value of capital stock issued	 \$ 1,320,760.00

NOR-ACHE GOLD MINES, LIMITED

STATEMENT OF DEFERRED DEVELOPMENT AND OTHER EXPENDITURES

FOR THE YEAR ENDED MAY 31, 1967

Development expenses:			
Fees and taxes	\$	245.00	
Travelling	mail 15 and	230.94	\$ 475.94
Administrative and general expenses:			
Fees and taxes		84.00	
Shareholders' information and meeting		125.00	
Transfer agency fees		699.67	
Telephone and telegraph		53.41	
Audit		250.00	
Interest and bank charges		404.31	
Travelling		850.62	
Head office services	-	900.00	\$ 3,367.01
			3,842.95
AND DESCRIPTION OF THE PERSON			
Dividends received			763.11
			3,079.84
Balance deferred as at May 31, 1966			121.466.81
			\$ 124,546.65
			State of the state

DEFICIT

FOR THE YEAR ENDED MAY 31, 1967

Balance at beginning of year			\$	1,015,071.73
Add:				
Loss on sale of investments Write down of investment in wholly	\$	3,084.00		
owned subsidiary to estimated value	-	4,385.00		7,469,00
4			-	1,022,540.73

NOR-ACME GOLD MINES LIMITED

Suite 602 - 67 Richmond St. West Toronto 1, Ontario

- STATEMENT OF SOURCE AND APPLICATION OF FUNDS -

For Period June 1, 1967 to November 10, 1967

(Unaudited)

S	01	u	r	C	e	
-	elizena	-	BARN.	Married Street	_	

Snow Lake, Manitoba		\$15,000.00
Dividends		16.00
		\$15,016.00
Application:		
Engineer's Reports	\$ 1,448.95	
Transfer Agent Fees	500.00	
Government Fees	50.00	
Administration & Legal Expenses	700.00	2,698.95
Increase in Working Capital		\$12,317.05
Current Assets May 31, 1967	\$78,491.25	
Current Liabilities May 31, 1967	6,422.66	
Working Capital May 31, 1967		72,068.59
Working Capital November 10, 1967		\$84,385.64

President

November 10, 1967.

Secretary

'ENGINEER'S REPORT

NOTE: The following are excerpts from a report by S.J.T. Kirkland, B.Sc., P.Eng., dated October 9th, 1967, on mining claims located in the Ruth Lake Area, Province of Saskatchewan. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

This report has been written at the request of Nor-Acme Gold Mines Limited, 602-67 Richmond St. West, Toronto, Ontario. Its purpose is to summarize the work that has been done on the property to date and, using this as a basis, to recommend what further exploration work should be undertaken. The report is based on:

- (1) Field investigations concerning property location and general geology carried out on the property by the writer on October 5th and 6th, 1967.
- (2) A study of the results of geophysical and other work carried out by Hudson Bay Mining and Smelting Company, Limited in 1950-51; by A. L. Parres in 1963-64; and by Kerr Addison Mines Limited in 1964-65.
- (3) A study of the geology of the area as given in:

 Byers, A.R. and Dahlstrom, C.D.A. (1954):
 Geology and Mineral Deposits of the Amisk-Wildnest Lakes Area, Saskatchewan; Sask.
 Dept. Mineral Resources, Report No. 14, 1954.

PROPERTY

The property consists of a total of twentyone unpatented mineral claims as follows:

- (1) Mineral claims COLD 1 to COLD 19, registration numbers S-83431 to S-83449 inclusive, staked in December, 1961, and registered in the name of A. L. Parres on January 26, 1962. The next instalment of assessment work is required to be performed on these claims prior to January 26, 1969.
- (2) Mineral claims COLD 17 and COLD 18, registration numbers S-84940 and S-84941, staked by T. Jones for Kerr Addison Mines Limited on June 18, 1964, and registered June 30, 1964. Certificates for these claims were turned over to A. L. Parres by the company in February, 1965. The next instalment of assessment work is required to be performed on these claims prior to June 30, 1969.

The claims are located in the Province of Saskatchewan, approximately ten air miles southwest of Flin Flon, Manitoba, and are plotted on Mineral Claims Map 63-L-9-NE of the Saskatchewan Department of Mineral Resources. They form a single group having a north-south length of approximately two and one-half miles and an east-west width of one-quarter to three-quarters of a mile. Parts of the eastern, western and southern boundaries of the claim group were examined by the writer and the location of claim boundaries in relation to Birch, Konuto and Ruth Lakes is believed to be correct as shown on the accompanying compilation map.

HISTORY

Between 1951 and 1953 Noranda Mines Limited controlled claims at the south end of Ruth Lake, partly covering the ground now forming the southern part of the COLD mineral claim group. The results of the work carried out by this company were not available to the writer.

From 1949 to 1961 Hudson Bay Mining and Smelting Company, Limited held claims covering the ground now forming the northern part of the COLD mineral claim group. The company outlined a zone of sulphide mineralization approximately five hundred feet south of Birch Lake, in a locality now covered by mineral claim COLD 2, S-83432. In 1961, Hudson Bay Mining and Smelting Company, Limited gave up most of the ground that was held south and west of the south end of Birch Lake and it was staked by A. L. Parres in December, 1961, as mineral claims COLD 1-19, S-83431 to S-83449.

In the winter of 1963-64 an electromagnetic survey of the COLD 1-19 mineral claims was carried out under the direction of A. L. Parres. The instrument used for this survey was a Sharpe Model SE-100, vertical loop, electromagnetic survey unit with a generator frequency of 1,000 cycles per second. A total of seventeen possible conductors were outlined by this survey and ten of these had indicated lengths in excess of four hundred feet. A check survey of the main anomalous conductive zones was carried out with a Ronka, horizontal loop, electromagnetic survey unit.

optioned to Kerr Addison Mines Limited and in June, 1964 this company staked an additional twenty COLD mineral claims to the west and south of the optioned group. In the winter of 1964-65 Kerr Addison Mines Limited carried out an electromagnetic survey over their newly staked claims as well as over optioned mineral claim COLD 6 and parts of optioned claims COLD 5 and 7. This survey was carried out with a Crone Junior electromagnetic survey unit. One possible conductor was indicated on mineral claim COLD 6 near the west shore of Ruth Lake. In addition to the electromagnetic survey Kerr Addison Mines Limited carried out a survey with an Askania magnetometer over mineral claim COLD 6.

In January, 1965, Kerr Addison Mines Limited drilled two diamond drill holes on mineral claim COLD 6.

These holes were drilled from the east and west towards one of the possible conductors that had been outlined by the vertical loop electromagnetic survey carried out by Parres in 1963-64. Neither of these holes were extended far enough to conclusively intersect this conductor.

Following this drilling Kerr Addison Mines Limited dropped their option on the COLD 1-19 mineral claims and also turned over to A. L. Parres the additional COLD claims they had staked. No further work has been done on the

HISTORY (cont'd)

property which now consists of the original 19 COLD mineral claims and mineral claims COLD 17 (S-84940) and COLD 18 (S-84941) that were staked for Kerr Addison Mines Limited in 1964.

CONCLUSIONS

The geological environment in the area covered by the COLD mineral claim group is similar to that in which the Birch Lake and Flexar copper-gold deposits were discovered. Conductive zones that could represent sulphide mineral deposits have been outlined on the property and further exploration work designed to fully investigate these zones is warranted.

RECOMMENDATIONS

- (1) A detailed horizontal loop electromagnetic survey should be carried out on parts of mineral claims COLD 5,6, and 7 to accurately locate and outline the conductive zone or zones indicated by vertical loop conductors 14,15,16 and 17.
- (2) The major conductive zones, other than conductor 3 which has already been tested, should be investigated by diamond drilling.

 The minimum drilling program should consist of two holes for each of the nine untested major conductors, for a minimum total of 4,500 feet. Results of the detailed electromagnetic survey may warrant an increase in the minimum drill program.

The estimated costs for the recommended programs are:

(1) Detailed electromagnetic survey \$ 2,500

(2) Diamond drilling 27,000

(3) Assaying 2,000

(4) Supervision 2,500

Total \$ 34,000

Flin Flon, Manitoba 9 October, 1967

S. J. T. Kirkland, P. Eng

S. J. T. KIRKLAND REGINA

DECLARATION

I, Samuel John Thomas Kirkland, geologist, declare that:

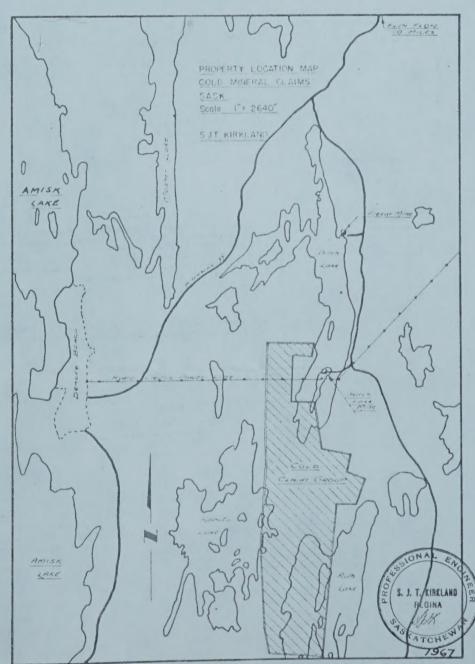
- (1) I received a B.Sc. degree in Geological Engineering at the University of Saskatchewan in 1950 and I have worked more or less continuously as a geologist since that date.
- (2) I am a member of the Association of Professional Engineers of Saskatchewan and I am licenced to practise professional engineering for the year 1967.
- (3) I have no interest, directly or indirectly, in the COLD mineral claim group and I am not a director, officer or regular employee of Nor-Acme Gold Mines Limited.

Flin Flon, Manitoba 9 October, 1967

S. J. T. Kirkland, P. Eng.

S. J. T. KIRKLAND REGINA

SKATCHE



Acquisition of 21 registered mining claims from the President of the Company, A. L. Parres, 129 Green St., Flin Flon, Manitoba, (Consideration: 150,000 shares of capital stock of Company). The claims are as follows: (Item 11 continued below) (2) ColD*claims registered respectively as Nos. (583431 to S83449 inclusive and Nos. S84940 and (S84941 located on Mineral Claim Map 63-L-9NE in (Ruth Lake-Birch Lake area of the Province of (Saskatchewan. 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares None or other consideration to be received by the vendor. If the vendor is a limited company, the names and ad-dresses of persons having a greater than 5% interest in the vendor company. 45,000 shares subject to release by Directors of the Company on approval of The Toronto Stock Exchange. 13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agree-14. Names and addresses of owners of Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if pos-Deb Copper Mines Limited, 502 Standard Bldg., Saskatoon, Saskatchewan. sible.) Playfair & Co. Ltd., 60 Yonge St., Toronto 1, Ont. 151,900 Shares
Mrs. Henrietta E. Jamieson & James C. Parres,
14814 Stony Plain Rd., Edmonton, Alberta
James C. Parres. 502 Standard Bldg..
Saskatoon, Sask.
90,050 Shares
S. J. Brooks & Company, 185 Bay St., Toronto 1, Ont. 55,455 Sheres
Robertson Malone & Co. Ltd., 129 Adelaide St. W.,
Toronto 1, Ont.
54,543 Shares
None of the said shares are pooled or in escrow. The shares
registered in the names of Mrs. Jamieson & James C. Parres and
those in the name of James C. Parres are beneficially owned.
The Company has no knowledge of the beneficial ownership of the
shares registered in the names of the brokers. 1). Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. Mrs. Henrietta E. Jamieson & James C. Parres, 14814 Stony Plain Road, Edmonton, Alberta. James C. Parres, 502 Standard Bldg., Saskatoon, Saskatchewan. Alfred Lewis Parres, 129 Green Street, Flin Flon, Manitoba. Market Values (as of Nov. 10, 1967) \$ 2,720.00 17. If assets include investments in the Values \$ 3,007.50 5,485.00 13,353.94 474.29 33,335.00 shares or other securities of other companies, give an itemized state-ment thereof showing cost or book value and present market value. 75 British American Oil Company
400 Loblaw Company, Class "A"
2,600 Sheritt-Gordon Hines Ltd.
20 American Metal Climax
16,000 Choiceland Iron Mines Ltd.
125,000 Deb Copper Mines Ltd.
5,000 Maralgo Mines Ltd.
5,000 Lorado Uranium Mines Ltd.
2,000 Orchan Hines Ltd.
2,000 Win-Eldrich Mines Ltd.
4,000 Acme Gas & Oil Co. Ltd.
Totals 2,720,00 2,800.00 12,220.00 1,020.00 2,400.00 1,250.00 100.00 1,574.38 1,500.00 10,395.00 5,150.00 4,640.00 3,635.00 5,200.00 1,110.00 \$78,510.11 820.00 \$33,920.00 18. Brief statement of any lawsuits pending or in process against company its properties. 19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing. The Company has an Agreement with Amax Exploration Inc. covering the 18 "Put" claims and 24 "Pot" claims at Nunter Lake, Manitoba, Amax has carried out geophysical surveys in preparation for drilling. The Company has a 15% of a 15% carried interest therein to the production stage. Such interest can be maintained by providing 15% of the proportionate necessary funds but in all events the interest cannot be reduced below 15% of 5%.

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

There are no other material facts known to the Directors of the Company and there are no shares in primary distribution.

CERTIFICATE OF THE COMPANY

DATED November 10, 1967.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item I above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

20 "A.L. Parres" Trivilla SEAL "E.L. Ashbourney L. Arhlewne Sentary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)